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Counsel for Ad Hoc Group of Subrogation Claim Holders

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the lead
case,
No. 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Admin.)

**AD HOC GROUP OF SUBROGATION CLAIM
HOLDERS' MOTION PURSUANT TO 11 U.S.C. §§
105(A) AND 107(B) AND FED. R. BANKR. P. 9018
FOR ENTRY OF AN ORDER AUTHORIZING
THE FILING OF CERTAIN DOCUMENTS
UNDER SEAL**

[No Hearing Requested]

1 The Ad Hoc Group of Subrogation Claim Holders (the “**Ad Hoc Subrogation Group**”), in
2 the above captioned chapter 11 cases of PG&E Corporation and Pacific Gas and Electric Company
3 (together, the “**Debtors**”), by and through their undersigned counsel, hereby submit this motion (the
4 “**Motion**”) pursuant to sections 105(a) and 107(b) of title 11 of the United States Code (the
5 “**Bankruptcy Code**”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**
6 **Rules**”), Rule 1001-2(a) of the Bankruptcy Local Rules for the United States District Court for the
7 Northern District of California and the *New District Wide Procedures for Electronically Filing*
8 *Sealed and Redacted Documents* adopted by the United States Bankruptcy Court for the Northern
9 District of California (the “**Local Procedures**”).

10 The Ad Hoc Subrogation Group seeks entry of an order authorizing the Ad Hoc Subrogation
11 Group to file under seal certain attachments (the “**Model Release Attachments**”) to Exhibit A to the
12 *Statement of the Ad Hoc Group of Subrogation Claim Holders* (the “**Statement**”), filed
13 contemporaneously herewith. In support of this Motion, the Ad Hoc Subrogation Group respectfully
14 represents as follows:

15 **MEMORANDUM OF POINTS AND AUTHORITIES**

16 **I. JURISDICTION**

17 The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the
18 Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24 (N.D.
19 Cal.), and Bankruptcy Local Rule 5011-1(a). This is a core proceeding pursuant to 28 U.S.C. §
20 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

21 **II. BASIS FOR RELIEF REQUESTED**

22 Section 105(a) of the Bankruptcy Code allows a court to “issue any order . . . that is necessary
23 or appropriate to carry out the provisions of the title.” 11 U.S.C. § 105(a). Section 107(b) of the
24 Bankruptcy Code and Rule 9018 of the Bankruptcy Rules empower bankruptcy courts to issue
25 orders to protect confidential information. The Local Procedures provide that: “No document may
26 be filed under seal or redacted and made a part of the record (*i.e.*, closed to inspection by the public)
27 except pursuant to a court order that authorizes the sealing of the particular document or redaction of
28 portions thereof.”

1 Section 7.5 of the *Confidentiality and Protective Order* [Dkt No. 3405] (the “**Protective**
2 **Order**”) entered by this Court on August 7, 2019 provides that “[a] Party that seeks to file any
3 Protected Material with the Court must file under seal.” The Protective Order defines “Protected
4 Material” to include discovery materials labeled “CONFIDENTIAL”, “HIGHLY
5 CONFIDENTIAL”, and “PROFESSIONAL EYES ONLY.” In support of the Statement, the Ad
6 Hoc Subrogation Group plans to file the Model Release Attachments, which the Debtors have
7 designated Protected Material pursuant to the terms of the Protective Order. The relief requested
8 herein falls within the scope of section 107(b) and the other authorities cited above.

9 The Ad Hoc Subrogation Group proposes to share copies of the Model Release Attachments
10 with the Debtors, the Court, the U.S. Trustee, counsel to the Official Committee of Unsecured
11 Creditors (the “**UCC**”), the Official Committee of Tort Claimants (the “**TCC**”) and any other
12 official committee established pursuant to section 1102, counsel to the objectors to the Debtors’
13 motion for approval of the Restructuring Support Agreement between Debtors and the Ad Hoc
14 Subrogation Group (the “**RSA Approval Motion**”) [Dkt. No. 3992], and any party who has
15 endorsed the Protective Order and requests a copy of the Model Release Attachments (collectively,
16 the “**Receiving Parties**”) on a confidential and professional eyes only basis.

17 **III. NOTICE**

18 Notice of this Motion will be provided to (i) the Debtors; (ii) the Office of the United States
19 Trustee for Region 17 (Attn: Andrew Vara, Esq. and Timothy Laffredi, Esq.); (iii) counsel to the
20 UCC; (iv) counsel to the TCC; (v) the California Public Utilities Commission; (vi) the U.S. Nuclear
21 Regulatory Commission; (vii) the Federal Energy Regulatory Commission; (viii) counsel for the
22 agent under the Debtors’ debtor-in-possession financing facilities; (ix) the objectors to the RSA
23 Approval Motion; and (x) those persons who have formally appeared in these Chapter 11 Cases and
24 requested service pursuant to Bankruptcy Rule 2002 (collectively, the “**Notice Parties**”). The Ad
25 Hoc Subrogation Group respectfully submits that no further notice is required.

26 **IV. CONCLUSION**

27 WHEREFORE, the Ad Hoc Subrogation Group requests that the Court APPROVE the
28 Motion and allow the Ad Hoc Subrogation Group to file under seal those Model Release

1 Attachments that have been designated “CONFIDENTIAL” or “PROFESSIONAL EYES ONLY”
2 pursuant to the Protective Order and to share the Model Release Attachments with the Receiving
3 Parties.

4 No previous request for the relief sought herein has been made by the Ad Hoc Subrogation
5 Group.

6 Dated: November 11, 2019

7 **WILLKIE FARR & GALLAGHER LLP**

8
9 /s/ Benjamin P. McCallen

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